

Objection Deadline: October 31, 2012, at 4:00 p.m. (ET)
or as otherwise determined

Rubenstein Associates, Inc.
1345 Avenue of the Americas, 30th Floor
New York, N.Y. 10105
Telephone: 212-843-8000
Facsimile: 212-843-9200
Howard J. Rubenstein

Corporate Communications Consultant
for the Debtors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.

)
) Case No. 12-12020 (MG)
)

) Chapter 11
)

) Jointly Administered
)

**SUMMARY OF FIRST INTERIM APPLICATION OF RUBENSTEIN ASSOCIATES,
INC. AS CORPORATE COMMUNICATIONS CONSULTANT FOR THE DEBTORS FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE
PERIOD MAY 14, 2012 THROUGH AUGUST 31, 2012**

This is a(n): ___ monthly X interim ___ final application.

Name of Applicant:	Rubenstein Associates, Inc. (“ Applicant ”)
Authorized to Provide Professional Services to:	Residential Capital, LLC, <i>et al.</i> (collectively, the “ Debtors ”)
Date of Retention:	Order entered on July 16, 2012 retaining Applicant <i>nunc pro tunc</i> to May 14, 2012
Period for which Compensation and Reimbursement is sought:	May 14, 2012 through August 31, 2012 (the “ Application Period ”)
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$25,709.75
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$5,055.83

Summary of Monthly Applications for Application Period:

Date Filed	Compensation Period	Requested Fees	Requested Expenses	Fees Paid	Expenses Paid	20% Holdback
08/23/2012	05/14/2012 – 07/31/2012	\$25,484.75	\$5,055.83	\$20,387.80	\$5,055.83	\$5,096.95
09/21/2012	08/01/2012 – 08/31/2012	\$225.00	\$0.00	\$0.00	\$0.00	\$45.00
TOTAL	05/14/2012 – 08/31/2012	\$25,709.75	\$5,055.83	\$20,387.80	\$5,055.83	\$5,141.95

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.

Case No. 12-12020 (MG)

Chapter 11

Jointly Administered

**FIRST INTERIM APPLICATION OF RUBENSTEIN ASSOCIATES, INC. AS
CORPORATE COMMUNICATIONS CONSULTANT FOR THE DEBTORS FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE
PERIOD MAY 14, 2012 THROUGH AUGUST 31, 2012**

For its first interim application for compensation and reimbursement of expenses (the “**Application**”) for the period May 14, 2012 through August 31, 2012 (the “**Application Period**”), Rubenstein Associates, Inc. (“**Applicant**”), corporate communications consultant to Residential Capital, LLC., *et al.*, as debtors and debtors in possession (collectively, the “**Debtors**”), respectfully represents as follows:

JURISDICTION, VENUE AND STATUTORY PREDICATES

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of this proceeding and this Application in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief requested herein are sections 330, 331, and 1103 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2016-1 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the “**Local Rules**”). This Application has been prepared in accordance with General Order M-389, *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases*, entered December 21, 2010 (the “**Local Guidelines**”), and the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330* effective January 30, 1996 (the “**UST Guidelines**” and, together with the Local Guidelines, the “**Guidelines**”). Pursuant to the Local Guidelines, a certification regarding compliance with the Local Guidelines is attached hereto as Exhibit A.

BACKGROUND

A. The Chapter 11 Cases

3. On May 14, 2012 (the “**Petition Date**”), each of the Debtors filed a voluntary petition in this Court for relief under Chapter 11 of the Bankruptcy Code. The Debtors are managing and operating their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108. These cases are being jointly administered pursuant to Bankruptcy Rule 1015(b). No trustee has been appointed in these Chapter 11 cases.

4. On May 16, 2012, the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) appointed a nine member official committee of unsecured creditors (the “**Creditors’ Committee**”).

5. On June 20, 2012, the Court directed that an examiner be appointed, and on July 3, 2012, the Court approved Arthur J. Gonzalez as the examiner [Docket Nos. 454, 674].

B. Applicant’s Retention and Interim Compensation

6. On July 16, 2012, the Court entered the Order Authorizing the Employment and Retention of Rubenstein Associates, Inc. as Corporate Communications Consultant to the Debtors Nunc Pro Tunc to the Petition Date [Docket No. 779], approving Applicant’s retention.

7. On July 17, 2012, the Court entered the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “**Interim Compensation Order**”) [Docket No. 797]. Pursuant to the terms of the Interim Compensation Order, Applicant, among others, is authorized to file and submit monthly fee applications to the Debtors and their counsel, counsel for the Creditors’ Committee, counsel for Ally Financial Inc., counsel for Barclays Bank PLC, and the United States Trustee (collectively, the “**Notice Parties**”).

8. On August 23, 2012, Applicant served its first monthly fee application covering the period from May 14, 2012 through July 31, 2012 (the “**First Monthly Fee Application**”) on the Notice Parties. On September 21, 2012, Applicant served its second monthly fee application covering the period from August 1, 2012 through August 31, 2012 (the “**Second Monthly Fee Application**” and together with the First Monthly Fee Application the “**Monthly Fee Applications**”) on the Notice Parties. Applicant did not receive any objections to the Monthly Fee Applications.

9. The total payments received by Applicant as of the date hereof are equal to:

(i) 80% of requested compensation from the First Monthly Fee Applications and (ii) 100% of requested expenses from the First Monthly Fee Application. Specifically, to date, the Applicant has received payments totaling \$25,443.63, representing \$20,387.80 in fees and \$5,055.83 in expenses. Note that no payments have been received as of the date hereof in regards to the requested compensation from the Second Monthly Fee Application (no expenses were incurred during this statement period). However, the applicable objection period of October 11, 2012 has passed and 80% of the requested compensation for the Second Monthly Fee Application is expected to be received in advance of the anticipated fee application hearing.

10. Applicant maintains computerized records of the time expended in the rendering of the professional services required by the Committee. These records are maintained in the ordinary course of Applicant's practice. For the convenience of this Court and all parties in interest, attached hereto as Exhibit B is a billing summary for the Application Period, setting forth the name of each public relations professional and project assistant who rendered services during the Application Period, the aggregate time expended by each public relations professional and project assistant, the hourly billing rate for each public relations professional and project assistant at Applicant's current billing rates, and the individual amounts requested for each professional. The compensation requested by Applicant is based on the customary compensation charged by comparably skilled practitioners in other similar cases under the Bankruptcy Code.

11. Applicant also maintains computerized records of all expenses incurred in connection with the performance of professional services. A summary of the amounts and categories of expenses for which reimbursement is sought is attached hereto as Exhibit C.

12. Copies of Applicant's computerized records of fees and expenses in the format specified by the Guidelines have been served on the Notice Parties with each of the Monthly Fee Applications and are attached hereto as Exhibit D.

13. There is no agreement or understanding between Applicant and any other person for the sharing of compensation to be received for services rendered in the Chapter 11 Cases.

14. The Monthly Fee Applications submitted by Applicant are subject to a 20% holdback (as is customary in this District) imposed by the Court on the allowance of fees. The aggregate amount of Applicant's holdback during the Application Period is \$5,141.95. Applicant respectfully requests, in connection with the relief requested herein, that the Court allow this holdback amount on an interim basis pursuant to sections 330 and 331 of the Bankruptcy Code and authorize the Debtors to satisfy such amounts.

**DESCRIPTION OF SERVICES AND
EXPENSES AND RELIEF REQUESTED**

15. In general, Applicant has represented the Debtors in connection with the following aspects of the Chapter 11 Cases:

- (a) developed and implemented communications programs and related strategies and initiatives for communications with the Debtors' key constituencies (including customers, employees, vendors, mortgage holders and the media) regarding the Debtors' operations and financial performance and the Debtors' progress through the chapter 11 process;
- (b) developed public relations initiatives for the Debtors to maintain public confidence and internal morale during these Chapter 11 Cases;

- (c) prepared press releases and other public statements for the Debtors, including statements relating to major chapter 11 events;
- (d) prepared other forms of communication to the Debtors' key constituencies and the media, including customer letters and other materials;
- (e) monitored media in connection with Debtor; and
- (f) performed such other communications consulting services as may be requested by Debtors.

16. The time entries maintained by the Applicant and referenced above have not been assigned to specific project categories. In light of the limited nature of the Applicants representation of the Debtors, it would not be meaningful to summarize the services rendered by Applicant on behalf of the Debtors during the Application Period by task code as they would essentially all fall into the same or similar classification. Accordingly, Exhibit D does not provide for such classification, nor is one provided for in this summary paragraph.

17. The foregoing descriptions of services rendered by Applicant in specific areas are not intended to be exhaustive of the scope of Applicant's activities in the Chapter 11 Cases. The time records attached hereto as Exhibit D present more completely the work performed by Applicant in each billing category during the Application Period.

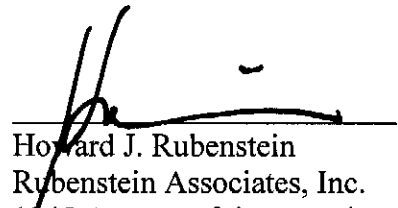
CONCLUSION

18. Applicant believes that the services rendered during the Application Period on behalf of the Debtors were reasonable and necessary within the meaning of Bankruptcy Code section 330. Further, the expenses requested were actual and necessary to the performance of Applicant's services.

19. Applicant therefore requests an order (i) approving interim compensation in the amount of \$25,709.75 and interim reimbursement of expenses in the amount of \$5,055.83,¹ (ii) directing payment of all compensation held back in connection with the Monthly Fee Applications, and (iii) granting such other and further relief as may be just and proper.

¹ The rates charged for such expenses are (i) equivalent to what Applicant normally bills to its non-bankruptcy clients and (ii) calculated to compensate Applicant for only the actual costs of the expenses.

Dated: October 11, 2012



Howard J. Rubenstein
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1345 Avenue of the Americas, 30th Floor
New York, N.Y. 10105
Telephone: 212-843-8000
Facsimile: 212-843-9200

Corporate Communications Consultant
for the Debtors

EXHIBIT A

**CERTIFICATION STATEMENT REGARDING COMPLIANCE WITH LOCAL
GUIDELINES FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Pages A-1 Through A-3

Corporate Communications Consultant
for the Debtors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
-----)	

**CERTIFICATION UNDER GUIDELINES FOR FEES AND
DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF
FIRST INTERIM APPLICATION OF RUBENSTEIN ASSOCIATES, INC. AS
CORPORATE COMMUNICATIONS CONSULTANT⁴ FOR THE DEBTORS FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES
INCURRED FOR THE PERIOD MAY 14, 2012 THROUGH AUGUST 31, 2012**

I, Howard J. Rubenstein, hereby certify that:

1. I am the President with the applicant firm, Rubenstein Associates, Inc. (the “**Firm**”), which serves as Corporate Communications Consultant to Residential Capital, LLC., *et al.*, as debtors and debtors in possession (collectively, the “**Debtors**”).

2. This certification is made in respect of the Firm’s compliance with the *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases*, Administrative Order M-389, adopted by the Court on December 21, 2010 (the “**Local Guidelines**”), the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330*, adopted on January 30, 1996 (the “**UST Guidelines**”) and the *Order to Establish Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* (the “**Interim Compensation Order**”) [Docket No. 172], and collectively with the Local Guidelines and UST

Guidelines, the “**Guidelines**”), in connection with the Firm’s application, dated October 12, 2012 (the “**Application**”), for interim compensation and reimbursement of expenses for the period commencing May 14, 2012 through and including August 31, 2012, in accordance with the Guidelines.

3. In respect of Section B.1 of the Local Guidelines, I certify that:

- (a) I have read the Application;
- (b) to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and expenses sought fall within the Guidelines;
- (c) the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by the Firm and generally accepted by the Firm’s clients; and
- (d) in providing the reimbursable services reflected in the Application, the Firm did not make a profit on those services, whether performed by the Firm in-house or through a third party.

4. In respect of Section A.2 of the Local Guidelines and as required by the Interim Compensation Order, I certify that the Firm has complied with the provisions requiring it to provide the United States Trustee for the Southern District of New York and the Debtors and their attorneys with a statement of the Firm’s fees and expenses accrued during the previous month.

5. In respect of Section A.3 of the Local Guidelines, I certify that each of the Debtors, their attorneys, and the United States Trustee for the Southern District of New York is being provided with a copy of the Application.

Dated: October 11, 2012

A handwritten signature in black ink, appearing to read 'H. Rubenstein', is written over a horizontal line.

Howard J. Rubenstein
Rubenstein Associates, Inc.
1345 Avenue of the Americas, 30th Floor
New York, N.Y. 10105
Telephone: 212-843-8000
Facsimile: 212-843-9200

Corporate Communications Consultant
for the Debtors

EXHIBIT "B"
SUMMARY OF COMPENSABLE TIME

<u>Task Code</u>	<u>Matter Description</u>	<u>Hourly Billing Rate</u>	<u>Total Hours Billed</u>	<u>Total Compensation</u>
M. Horowitz	Senior Executive Vice President	\$525.00	1.80	\$945.00
W. Anderson	Executive Vice President	\$475.00	2.60	\$1,235.00
A. Stockham	Vice President	\$375.00	40.10	\$12,937.50
T. Kresler	Vice President	\$375.00	17.10	\$6,318.75
M. Sopher	Project Assistant	\$185.00	20.10	\$3,718.50
F. Dixon	Project Assistant	\$185.00	3.00	\$555.00

Blended Hourly Rate: \$ 303.54

Total hours Billed: 84.70

GRAND TOTAL: \$25,709.75

EXHIBIT "C"
EXPENSE SUMMARY

<u>Expense Category</u>	<u>Service Provider (if applicable)</u>		
AIRFARE	Jetblue Airways	\$	724.60
GROUND TRANSPORTATION	Taxi, Train	\$	322.26
LODGING	Parc Central New York, Hilton	\$	1,644.17
MEALS		\$	181.80
PR NEWSWIRE	Business Wire, Inc.	\$	2,183.00
TOTAL EXPENSES:		\$	5,055.83

EXHIBIT D

COPIES OF:

FIRST MONTHLY FEE APPLICATION FILED AUGUST 23, 2012

(pages D-1.1 through D-1.8)

SECOND MONTHLY FEE APPLICATION FILED SEPTEMBER 21, 2012

(pages D-2.1 through D-2.6)

RUBENSTEIN ASSOCIATES, INC.

Public Relations

1345 Avenue of the Americas
New York, New York 10105-0109
212-843-8000
Fax 212-843-9200

August 23, 2012

VIA HAND DELIVERY

Morrison & Foerster LLP
1290 Avenue of the Americas
New York, NY 10104
Attn: Darren M. Nashelsky, Gary S. Lee and
Lorenzo Marinuzzi

Office of the United States Trustee
for the Southern District of New York
33 Whitehall Street, 21st Floor
New York, NY 10004
Attn: Tracy Hope Davis, Linda A. Riffkin,
and Brian S. Masumoto

Kramer Levin Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, NY 10036
Attn: Kenneth H. Eckstein and
Douglas H. Mannal

Kirkland & Ellis
601 Lexington Avenue
New York, NY 10022
Attn: Richard M. Cieri and Ray C. Schrock

Skadden, Arps, Slate, Meagher & Flom LLP 4
Times Square
New York, New York 10036
Attn: Kenneth S. Ziman and
Jonathan H. Hofer

Re: *In re Residential Capital, LLC, et al.*
Case No. 12-12020


Dear Counsel:

Pursuant to the Court's July 17, 2012 *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the "Order"), enclosed please find Rubenstein Associates, Inc.'s monthly fee statement for the period May 14, 2012 through July 31, 2012 (the "Statement"), which was served on the parties listed in paragraph (a) of the Order, on August 23, 2012.

In the absence of a timely objection, the Debtors shall pay \$25,443.63 consisting of the sum of (a) \$20,387.80 an amount equal to 80% of the fees ($\$20,387.80 = \$25,484.75 \times 0.80$) and (b) 100% of the expenses \$5,055.83 being requested in the Statement.

Objections to the Statement are due by September 12, 2012.

Sincerely,


Howard J. Rubenstein
President

Encl.

RUBENSTEIN ASSOCIATES, INC.

Public Relations

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New York, New York 10105-0109
212-843-8000
Fax 212-843-9200

INVOICE

Residential Capital, LLC
1177 Avenue of the Americas
New York, N.Y. 10036

Invoice Number: P10502
Invoice Date: 8/23/2012
Project Code: 17106

Attn: Tammy Hamzehpour

Re: PR Services for 5/14/2012 - 7/31/2012

Public Relations Services for 5/14/2012 - 7/31/2012 (see Exhibit A for details)	\$ 25,484.75
Expenses (see Exhibit C for details)	5,055.83
Invoice Total:	<hr/> 30,540.58
Less 20% holdback of PR Services due upon court approval of Interim Fee Application	(5,096.95)
Total Amount Due At Expiration of Objection Period (09/12/12)	<hr/> \$25,443.63 <hr/>

EXHIBIT "A"
SUMMARY OF COMPENSABLE TIME

<u>Name of Professional Person</u>	<u>Position</u>	<u>Hourly Billing Rate</u>	<u>Total Hours Billed</u>	<u>Total Compensation</u>
M. Horowitz	Senior Executive Vice President	\$525.00	1.80	\$945.00
W. Anderson	Executive Vice President	\$475.00	2.60	\$1,235.00
A. Stockham	Vice President	\$375.00	39.80	\$12,825.00
T. Kresler	Vice President	\$375.00	16.80	\$6,206.25
M. Sopher	Project Assistant	\$185.00	20.10	\$3,718.50
F. Dixon	Project Assistant	\$185.00	3.00	\$555.00

Blended Hourly Rate: \$ 303.03

Total hours Billed: 84.10

GRAND TOTAL: \$25,484.75

PROFESSIONAL FEES

For the time period May 14, 2012 through July 31, 2012

			Hours	Amount
Mon, May 14, 2012	A. Stockham	Edited/Approved media clips (2.8); Handled media correspondence (0.5); corresponded with internal staff (2.2); listened to ResCap internal employee conference calls (0.5); corresponded with Morrison & Foerster/ResCap (8.5); created press kit for CEO (0.3)	14.80 hours	\$ 5,550.00
Mon, May 14, 2012	A. Stockham	Travel from Ft. Washington, PA to NYC (2.2)	2.20 hours	\$ 412.50
Mon, May 14, 2012	M. Horowitz	Discussion with internal staff for updates on status (0.2)	0.20 hours	\$ 105.00
Mon, May 14, 2012	M. Sopher	Compiled Media Clips (5.0)	5.00 hours	\$ 925.00
Mon, May 14, 2012	T. Kresler	Media correspondence(0.3), Corresponded with Morrison & Foerster/ResCap(6.5), Corresponded with internal staff (1.0), Edited/Approved media clips(1.5), Attended court hearing(2.0)	11.30 hours	\$ 4,237.50
Mon, May 14, 2012	T. Kresler	Traveled to court hearing(0.5)	0.50 hours	\$ 93.75
Mon, May 14, 2012	F. Dixon	Compiled Media Clips(2.0)	2.00 hours	\$ 370.00
Mon, May 14, 2012	W. Anderson	Reviewed overnight emails, press release as it was distributed and initial stories on bankruptcy (0.5); had internal discussions with account team members re coverage/strategy (0.3); reviewed stories over course of day; communicated with team member re suggested press out reach (0.5)	1.30 hours	\$ 617.50
Tue, May 15, 2012	A. Stockham	Edited/Approved media clips (1.2); corresponded with internal staff (0.5); discussion of administrative procedures (0.3)	2.00 hours	\$ 750.00
Tue, May 15, 2012	M. Horowitz	Discussion of Administrative Procedures (0.3)	0.30 hours	\$ 157.50
Tue, May 15, 2012	M. Sopher	Compiled Media Clips (2.3), Discussion of Administrative Procedures (0.2)	2.50 hours	\$ 462.50
Tue, May 15, 2012	T. Kresler	Discussion of administrative procedures(0.2), Edited/Approved media clips(0.5)	0.70 hours	\$ 262.50
Tue, May 15, 2012	F. Dixon	Compiled Media Clips(1.0)	1.00 hours	\$ 185.00
Tue, May 15, 2012	W. Anderson	Reviewed today's news stories on bankruptcy filing and discussed with team members (0.2); participated in team admin meeting (0.3)	0.50 hours	\$ 237.50
Wed, May 16, 2012	A. Stockham	Corresponded with Morrison & Foerster/ResCap (0.3); Edited/Approved media clips (0.5)	0.80 hours	\$ 300.00
Wed, May 16, 2012	A. Stockham	Traveled from NYC to Los Angeles (9.0)	9.00 hours	\$ 1,687.50
Wed, May 16, 2012	M. Horowitz	Correspondend with Morrison & Foerster/ResCap(0.2)	0.20 hours	\$ 105.00
Wed, May 16, 2012	M. Sopher	Compiled Media Clips (1.0)	1.00 hours	\$ 185.00
Wed, May 16, 2012	T. Kresler	Edited/Approved media clips(0.3), Corresponded with Morrison & Foerster/ResCap(0.2)	0.50 hours	\$ 187.50
Thu, May 17, 2012	A. Stockham	Edited/Approved media clips (0.5); Conference Call with client and team (0.5)	1.00 hours	\$ 375.00
Thu, May 17, 2012	M. Sopher	Compiled Media Clips (0.2)	0.20 hours	\$ 37.00
Thu, May 17, 2012	T. Kresler	Conference Call with client and team (0.5)	0.50 hours	\$ 187.50
Fri, May 18, 2012	A. Stockham	Edited/Approved media clips (0.3); corresponded with ResCap staff (0.2); corresponded with internal staff (0.5)	1.00 hours	\$ 375.00
Fri, May 18, 2012	M. Sopher	Compiled Media Clips (0.5)	0.50 hours	\$ 92.50
Fri, May 18, 2012	T. Kresler	Edited/Approved media clips (0.3)	0.30 hours	\$ 112.50
Mon, May 21, 2012	A. Stockham	Edited/approved media clips (0.2);	0.20 hours	\$ 75.00
Mon, May 21, 2012	M. Sopher	Compiled Media Clips (0.5)	0.50 hours	\$ 92.50
Tue, May 22, 2012	A. Stockham	Edited/approved media clips (0.2)	0.20 hours	\$ 75.00
Tue, May 22, 2012	M. Sopher	Compiled Media Clips (0.5)	0.50 hours	\$ 92.50
Wed, May 23, 2012	A. Stockham	Edited/Approved media clips (0.2); corresponded with internal staff (0.2)	0.40 hours	\$ 150.00
Wed, May 23, 2012	M. Sopher	Compiled Media Clips (0.5)	0.50 hours	\$ 92.50
Thu, May 24, 2012	A. Stockham	Edited/Approved media clips (0.2); Conference Call with client and team (0.5); drafted post-filing talking points for follow-up reporter interviews (0.5)	1.20 hours	\$ 450.00
Thu, May 24, 2012	M. Horowitz	Conference Call with client and team (0.5)	0.50 hours	\$ 262.50
Thu, May 24, 2012	M. Sopher	Compiled Media Clips (0.5)	0.50 hours	\$ 92.50

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			Hours	Amount
Thu, May 24, 2012	T. Kresler	Conference Call with client and team (0.5)	0.50 hours	\$ 187.50
Thu, May 24, 2012	W. Anderson	Reviewed recent coverage (0.3 hours); took part in conference call with client and team (0.5 hours).	0.80 hours	\$ 380.00
Fri, May 25, 2012	A. Stockham	Edited/Approved media clips (0.5); Edited post-filing talking points for follow-up reporter interviews (0.5)	1.00 hours	\$ 375.00
Fri, May 25, 2012	T. Kresler	Wrote/Edited talking points (0.7)	0.70 hours	\$ 262.50
Tue, May 29, 2012	A. Stockham	Edited/Approved media clips (0.3); Edited post-filing talking points for follow-up reporter interviews (0.2)	0.50 hours	\$ 187.50
Tue, May 29, 2012	M. Sopher	Compiled Media Clips (0.5)	0.50 hours	\$ 92.50
Wed, May 30, 2012	A. Stockham	Edited/Approved media clips (0.2); Conference Call with client and team (0.3); corresponded with internal staff (0.3); helped edit coverage document for Bloomberg, Reuters, Dow Jones, FT reporters (0.5)	1.30 hours	\$ 487.50
Wed, May 30, 2012	M. Horowitz	Conference Call with client and team (0.3)	0.30 hours	\$ 157.50
Wed, May 30, 2012	M. Sopher	Compiled Media Clips (0.5) Organized reporter grid and clips (3.0)	3.50 hours	\$ 647.50
Wed, May 30, 2012	T. Kresler	Conference Call with client and team (0.3) Internal Communications (0.2)	0.50 hours	\$ 187.50
Thu, May 31, 2012	A. Stockham	Edited/approved media clips (0.2)	0.20 hours	\$ 75.00
Thu, May 31, 2012	M. Sopher	Compiled Media Clips (0.5)	0.50 hours	\$ 92.50
Fri, June 01, 2012	A. Stockham	Edited/approved media clips (0.2)	0.20 hours	\$ 75.00
Fri, June 01, 2012	M. Sopher	Compiled Media Clips (0.5) Organized reporter grid and clips (1)	1.50 hours	\$ 277.50
Mon, June 04, 2012	M. Sopher	Compiled Media Clips (0.5)	0.50 hours	\$ 92.50
Tue, June 05, 2012	A. Stockham	Edited/approved media clips (0.7); corresponded with ResCap staff (0.3);	1.00 hours	\$ 375.00
Tue, June 05, 2012	M. Sopher	Compiled Media Clips (0.2)	0.20 hours	\$ 37.00
Tue, June 05, 2012	T. Kresler	Internal Communications and Reviewed Media Coverage (0.2)	0.20 hours	\$ 75.00
Wed, June 06, 2012	A. Stockham	Edited/approved media clips (0.5)	0.50 hours	\$ 187.50
Wed, June 06, 2012	M. Sopher	Compiled Media Clips (1.0)	1.00 hours	\$ 185.00
Thu, June 07, 2012	A. Stockham	Edited/approved media clips (0.7); corresponded with client regarding follow-up media interviews (0.3)	1.00 hours	\$ 375.00
Thu, June 07, 2012	M. Sopher	Compiled Media Clips (0.5)	0.50 hours	\$ 92.50
Fri, June 08, 2012	A. Stockham	Edited/approved media clips (0.3)	0.30 hours	\$ 112.50
Fri, June 08, 2012	M. Sopher	Compiled Media Clips (0.2)	0.20 hours	\$ 37.00
Fri, June 08, 2012	T. Kresler	Reviewed Media Coverage (0.5)	0.50 hours	\$ 187.50
Mon, June 11, 2012	A. Stockham	Edited/approved media clips (0.2)	0.20 hours	\$ 75.00
Mon, June 11, 2012	M. Sopher	Compiled Media Clips (0.5)	0.50 hours	\$ 92.50
Tue, June 19, 2012	A. Stockham	Corresponded with client and internal staff regarding media statement following June 18 court date (0.5)	0.50 hours	\$ 187.50
Tue, June 19, 2012	T. Kresler	Corresponded with client and internal staff regarding media statement following June 18 court date (0.3)	0.30 hours	\$ 112.50
Mon, July 30, 2012	A. Stockham	Conference call with ResCap communications	0.30 hours	\$ 112.50
	M. Horowitz	Conference call with ResCap communications	0.30 hours	\$ 157.50
	T. Kresler	Conference call with ResCap communications	0.30 hours	\$ 112.50

SUBTOTAL: [84.10 hours \$ 25,484.75]

TOTAL TIME CHARGES 84.10 hours \$ 25,484.75

* Footnote: In light of the limited nature of Rubenstein's representation of the Debtors, the time entries have not been assigned to project categories.

0-1.5

EXHIBIT "B"

EXPENSES

For the time period May 14, 2012 through July 31, 2012

Qty/Price

AIRFARE

5/11 & 5/16/2012	A. Stockham	Jetblue Airways, Confirmation # KJHIJ, Tkt# 2792175785367	\$	724.60
		Flight B6 350, Date: May 11, 2012, Itinerary: BUR - JFK		
		Flight B6 359, Date: May 16, 2012, Itinerary: JFK - BUR		
SUBTOTAL AIRFARE:			[\$	724.60]

GROUND TRANSPORTATION

05/11/2012	A. Stockham	Taxi from JFK to Office	\$	60.36
05/12/2012	A. Stockham	Taxi back to hotel from dinner	\$	24.36
05/13/2012	T. Kresler	Taxi home from attorney's office	\$	14.66
05/14/2012	A. Stockham	Taxi from Rescap HQ in Washington to Trenton Train Station	\$	84.78
05/14/2012	A. Stockham	Train from Trenton to NY Penn Station	\$	56.00
05/16/2012	T. Kresler	Taxi - Office to Court hearing	\$	22.80
05/16/2012	A. Stockham	Taxi from Hotel to JFK	\$	59.30
SUBTOTAL GROUND TRANSPORTATION:			[\$	322.26]

LODGING

5/13-5/14/2012	A. Stockham	Hilton Garden Inn Hotel in Fort Washington, PA, May-13 through May-14, 2012	\$	117.72
5/11-5/16/2012	A. Stockham	Parc Central New York Hotel May-11 through May-16, 2012	\$	1,526.45
SUBTOTAL LODGING:			[\$	1,644.17]

MEALS

05/12/2012	A. Stockham	Breakfast - Astro Restaurant (full cost \$23.55)	* \$	20.00
05/12/2012	A. Stockham	Lunch - Dig Inn Seasonal Market	\$	12.51
05/12/2012	A. Stockham	Dinner - Roumors Bar & Grill (full cost \$22.45)	* \$	20.00
05/13/2012	A. Stockham	Lunch - Tisserie @ Parc Central Hotel	\$	13.52
05/13/2012	T. Kresler	Working lunch for W. Anderson from Eatery	\$	15.97
05/13/2012	T. Kresler	Working lunch for A. Stockham from Eatery	\$	15.97
05/13/2012	T. Kresler	Working lunch for T. Kresler from Eatery	\$	15.97
05/14/2012	A. Stockham	Breakfast - Starbucks	\$	4.01
05/14/2012	A. Stockham	Lunch - Corner Bistro & Gourmet Grill	\$	13.29
05/15/2012	A. Stockham	Breakfast - Brasserie	\$	5.12
05/15/2012	A. Stockham	Dinner - Spritzenhaus (full cost \$33.80)	* \$	20.00
05/16/2012	A. Stockham	Lunch - Subway	\$	5.44
05/16/2012	A. Stockham	Dinner - JFK Airport (full cost \$21.78)	* \$	20.00
SUBTOTAL MEALS:			[\$	181.80]

D-1.6

PR NEWSWIRE

05/14/2012 Expense Report PR Newswire \$ 2,183.00

Invoice # 4081328

Date of Service: 05/14/2012

Business Wire, Inc.

ResCap Board of Directors Approves Chapter 11 Filing and Restructuring Plan Supported by
Key Constituencies

SUBTOTAL PR NEWSWIRE: [\$ 2,183.00]

TOTAL ADDITIONAL CHARGES: \$ 5,055.83

* Footnote: Meal costs have been reduced to be in compliance with local rules limiting individual meals to \$20.00

EXHIBIT "C"
EXPENSE SUMMARY

<u>Expense Category</u>	<u>Service Provider (if applicable)</u>		
AIRFARE	Jetblue Airways	\$	724.60
GROUND TRANSPORTATION	Taxi, Train	\$	322.26
LODGING	Parc Central New York, Hilton	\$	1,644.17
MEALS		\$	181.80
PR NEWSWIRE	Business Wire, Inc.	\$	2,183.00
TOTAL EXPENSES:		\$	5,055.83

RUBENSTEIN ASSOCIATES, INC.

Public Relations

1345 Avenue of the Americas
New York, New York 10105-0109
212-843-8000
Fax 212-843-9200

September 21, 2012

VIA HAND DELIVERY

Morrison & Foerster LLP
1290 Avenue of the Americas
New York, NY 10104
Attn: Darren M. Nashelsky, Gary S. Lee and
Lorenzo Marinuzzi

Office of the United States Trustee
for the Southern District of New York
33 Whitehall Street, 21st Floor
New York, NY 10004
Attn: Tracy Hope Davis, Linda A. Riffkin,
and Brian S. Masumoto

Kramer Levin Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, NY 10036
Attn: Kenneth H. Eckstein and
Douglas H. Manna

Kirkland & Ellis
601 Lexington Avenue
New York, NY 10022
Attn: Richard M. Cieri and Ray C. Schrock

Skadden, Arps, Slate, Meagher & Flom LLP
4 Times Square
New York, New York 10036
Attn: Kenneth S. Ziman and
Jonathan H. Hofer

Re: ***In re Residential Capital, LLC, et al.***
Case No. 12-12020

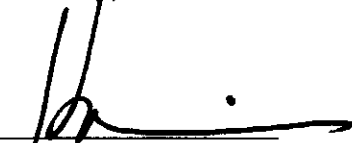
Dear Counsel:

Pursuant to the Court's July 17, 2012 *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the "Order"), enclosed please find Rubenstein Associates, Inc.'s second monthly fee statement for the period August 1, 2012 through August 31, 2012 (the "Statement"), which was served on the parties listed in paragraph (a) of the Order, on September 21, 2012.

In the absence of a timely objection, the Debtors shall pay \$180.00 consisting of the sum of \$180.00 an amount equal to 80% of the fees (\$180.00 = \$225.00 x 0.80). No expenses were incurred during the Statement period.

Objections to the Statement are due by October 11, 2012.

Sincerely,


Howard J. Rubenstein
President

Encl.

RUBENSTEIN ASSOCIATES, INC.

Public Relations

1345 Avenue of the Americas
New York, New York 10105-0109
212-843-8000
Fax 212-843-9200

INVOICE

Residential Capital, LLC
1177 Avenue of the Americas
New York, N.Y. 10036

Invoice Number: P11062
Invoice Date: 9/20/2012
Project Code: 17106

Attn: Tammy Hamzehpour

Re: PR Services for 8/01/2012 - 8/31/2012

Public Relations Services for 8/01/2012 - 8/31/2012 (see Exhibit A for details)	\$ 225.00
Expenses (see Exhibit C for details)	0.00
Invoice Total:	<hr/> 225.00
Less 20% holdback of PR Services due upon court approval of Interim Fee Application	(45.00)
Total Amount Due At Expiration of Objection Period (10/11/12)	<hr/> \$180.00 <hr/>

EXHIBIT "A"
SUMMARY OF COMPENSABLE TIME

<u>Name of Professional Person</u>	<u>Position</u>	<u>Hourly Billing Rate</u>	<u>Total Hours Billed</u>	<u>Total Compensation</u>
M. Horowitz	Senior Executive Vice President	\$525.00	0.00	\$0.00
W. Anderson	Executive Vice President	\$475.00	0.00	\$0.00
A. Stockham	Vice President	\$375.00	0.30	\$112.50
T. Kresler	Vice President	\$375.00	0.30	\$112.50
M. Sopher	Project Assistant	\$185.00	0.00	\$0.00
F. Dixon	Project Assistant	\$185.00	0.00	\$0.00

Blended Hourly Rate: \$ 375.00

Total hours Billed: 0.60

GRAND TOTAL: \$225.00

PROFESSIONAL FEES

For the time period August 1, 2012 through August 31, 2012

			<u>Hours</u>	<u>Amount</u>
Wed, August 29, 2012	A. Stockham	Conference call with ResCap	0.30 hours	\$ 112.50
Wed, August 29, 2012	T. Kresler	Conference call with ResCap	0.30 hours	\$ 112.50
SUBTOTAL:			[0.60 hours	\$ 225.00]
TOTAL TIME CHARGES			0.60 hours	\$ 225.00

* Footnote: In light of the limited nature of Rubenstein's representation of the Debtors, the time entries have not been assigned to project categories.

EXHIBIT "B"

EXPENSES

For the time period May 14, 2012 through July 31, 2012

Qty/Price

AIRFARE

(none)

SUBTOTAL AIRFARE:

[\$ -]

GROUND TRANSPORTATION

(none)

SUBTOTAL GROUND TRANSPORTATION:

[\$ -]

LODGING

(none)

SUBTOTAL LODGING:

[\$ -]

MEALS

(none)

SUBTOTAL MEALS:

[\$ -]

PR NEWSWIRE

(none)

SUBTOTAL PR NEWSWIRE:

[\$ -]

TOTAL ADDITIONAL CHARGES:

\$ -

* Footnote: Meal costs are reduced to be in compliance with local rules limiting individual meals to \$20.00

EXHIBIT "C"
EXPENSE SUMMARY

<u>Expense Category</u>	<u>Service Provider (if applicable)</u>		
AIRFARE		\$	-
GROUND TRANSPORTATION		\$	-
LODGING		\$	-
MEALS		\$	-
PR NEWSWIRE		\$	-
TOTAL EXPENSES:		\$	-